

10-12-2010

U.S. DEPARTMENT OF COMMERCE  
and States Patent and Trademark Office



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To the Director of the U. S. Patent and Trademark Office, please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Governair Corporation

- ☐ Individual(s) ☐ Association  
☐ General Partnership ☐ Limited Partnership  
☒ Corporation- State: Oklahoma  
☐ Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached? ☐ Yes ☒ No

3. Nature of conveyance )/Execution Date(s) :

Execution Date(s) October 3, 2010

- ☐ Assignment ☐ Merger  
☐ Security Agreement ☒ Change of Name  
☐ Other \_\_\_\_\_

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: Governair LLC

Internal

Address: \_\_\_\_\_

Street Address: 4841 North Sewell Avenue

City: Oklahoma City

State: OK

Country: USA

Zip: 73118

- ☐ Association Citizenship \_\_\_\_\_  
☐ General Partnership Citizenship \_\_\_\_\_  
☐ Limited Partnership Citizenship \_\_\_\_\_  
☐ Corporation Citizenship \_\_\_\_\_  
☒ Other limited liability co Citizenship Oklahoma

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No  
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,621,223

Additional sheet(s) attached? ☐ Yes ☒ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Dawn Valois

Internal Address: Nortek, Inc.

Street Address: 50 Kennedy Plaza

City: Providence

State: RI Zip: 02903

Phone Number: 401-751-1600

Fax Number: 401-751-9844

Email Address: valois@nortek-inc.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40

- ☐ Authorized to be charged to deposit account  
☒ Enclosed

8. Payment Information:

Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

9. Signature:

Dawn Valois  
Signature

10/8/2010  
Date

Dawn Valois

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK  
REEL: 004296 FRAME: 0073

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF CONVERSION

WHEREAS,

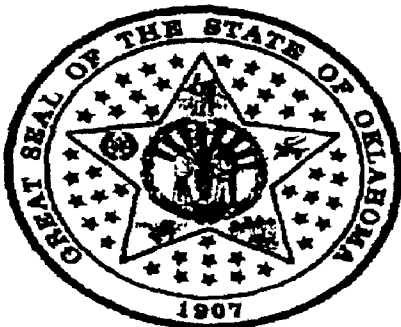
GOVERN AIR LLC

*a domestic limited liability company organized under the laws of the State of OKLAHOMA has filed in the office of the Secretary of State duly authenticated evidence of a conversion, as provided by the laws of the State of Oklahoma.*

*NOW THEREFORE, I, the undersigned Secretary of State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this Certificate evidencing such conversion.*

*IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.*

*EFFECTIVE DATE: October 03, 2010*



*Filed in the city of Oklahoma City this  
24th day of September, 2010.*

*M. Susan Savage*

*Secretary of State*

TRADEMARK

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OKLAHOMA SECRETARY OF STATE



SOS



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STATE OF OKLAHOMA  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO  
A LIMITED LIABILITY COMPANY  
PURSUANT TO SECTION 1090.5  
OF THE  
OKLAHOMA GENERAL  
CORPORATION ACT

1. The name of the corporation, and the name under which it was originally incorporated, is:

GOVERNAIR CORPORATION;

2. The date of filing of the original Certificate of Incorporation is:

September 13, 1937;

3. The name of the business entity into which the corporation shall be converted is:

GOVERNAIR LLC;

4. The conversion has been approved in accordance with the provisions of Section 1090.5 of the Oklahoma General Corporation Act.

5. Each outstanding three hundred eighty thousand (380,000) shares of Common Stock (or fraction thereof) of GOVERNAIR CORPORATION shall be converted into a one hundred percent (100%) membership interest in GOVERNAIR LLC.

6. The business entity into which the corporation is converting has filed with the Secretary of State Articles of Organization of an Oklahoma Limited Liability Company on the 23 day of September, 2010.

7. This Certificate of Conversion shall be effective at 12:00 a.m. Central Time on October 3, 2010.

GOVERNAIR CORPORATION  
An Oklahoma Corporation

By: Edward J. Cooney  
Edward J. Cooney  
Vice President and Treasurer

ATTEST:

Richard L. Bready  
Name: Richard L. Bready  
Title: Vice President

GOVERNAIR CORPORATION - Certificate of Conversion to Limited Liability Company (Form 9-22-10) (D.K.)

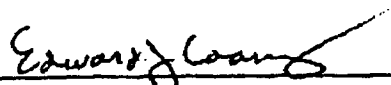
RECEIVED  
SEP 24 2010  
OKLAHOMA SECRETARY  
OF STATE

**ARTICLES OF ORGANIZATION  
OF  
GOVERNAIR LLC**

1. The name of the limited liability company (the "Company") is:  

**GOVERNAIR LLC**
2. The term of existence of the Company shall be perpetual.
3. The street address of the Company's principal place of business shall be 4841 North Sewell Avenue, Oklahoma City, Oklahoma 73118.
4. The street address of the Company's registered office is: 115 S.W. 89<sup>th</sup> Street, Oklahoma City, Oklahoma 73139.
5. The name of the Company's registered agent at such registered office address is: Corporation Service Company.
6. The Company may engage in any business permitted by law.
7. The Effective Date of these Article of Organization shall be 12:00 a.m., October 3, 2010.

The undersigned does hereby certify, make and acknowledge these Articles of Organization this 23 day of September 2010.

  
Edward J. Cooney  
c/o Nortek, Inc.  
50 Kennedy Plaza  
Providence, RI 02903